

**BRYAN CAVE**

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AZ CORP COMMISS  
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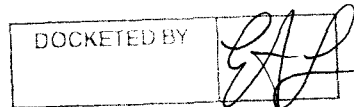
March 27, 2015

**ORIGINAL**

Arizona Corporation Commission  
**DOCKETED**

MAR 27 2015

Docket Control  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007



Re: Docket No. T-20870A-12-0500; Total Call Mobile, Inc. – Notice of Informational Filing

Dear Commissioners:

We represent Total Call Mobile, Inc. in this docket. Attached is a letter from Kelley Drye & Warren LLP setting forth an explanation of a minor, *pro forma*, internal reorganization involving Total Call Mobile. For the reasons set forth in that letter, a Transfer of Control has not occurred and we do not believe further action by the Commission is necessary. Nevertheless, we file this notice in the docket for informational purposes. Please contact me or the referenced attorneys at Kelley, Drye & Warren if there are any questions.

Very truly yours,

A handwritten signature in cursive script.

Steven A. Hirsch

SAH:ct

cc: Ms. Maureen Scott (via e-mail)

**ORIGINAL** and 13 copies filed this  
27th day of March, 2015, with:

Docket Control  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007



0000161552

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Docket Control  
March 27, 2015  
Page 2

Bryan Cave LLP

**COPY** of the foregoing hand-delivered  
this 27th day of March, 2015, to:

Janice Alward, Chief Counsel  
Legal Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007

Steve Olea, Director  
Utilities Division  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007

Lyn Farmer  
Chief Administrative Law Judge  
Arizona Corporation Commission  
1200 W. Washington Street  
Phoenix, AZ 85007

**COPY** of the foregoing mailed  
this 27th day of March, 2015, to:

Craig A. Marks, Esq.  
Craig A. Marks, PLC  
10645 N. Tatum Blvd., Suite 200-676  
Phoenix, AZ 85028  
Attorney for Arizona Local Exchange  
Carriers Association (ALECA)

A handwritten signature in cursive script, reading "Cathie T. Drady", written over a horizontal line.

**KELLEY DRYE & WARREN LLP**

A LIMITED LIABILITY PARTNERSHIP

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AFFILIATE OFFICE

MUMBAI, INDIA

March 27, 2015

Arizona Corporation Commission  
Docket Control Center  
1200 West Washington Street  
Phoenix, AZ 85007

Re: Informational Filing by Total Call Mobile, Inc. Regarding *Pro Forma*  
IntraCorporate Reorganization and Corporate Conversion

Dear Sir or Madam:

Total Call Mobile, Inc. ("TCM"), by its attorneys, hereby notifies the Arizona Corporation Commission ("Commission") that its ultimate parent company, KDDI Corporation, Inc. ("KDDI Corp."), will implement a minor, *pro forma*, internal reorganization.<sup>1</sup> TCM operates in Arizona as an Eligible Telecommunications Carrier ("ETC") pursuant to the FCC's Lifeline Program of the Federal Universal Service Fund. The internal reorganization will insert a new intermediary holding company into the ownership structure and TCM will become a direct subsidiary of that company with no material impact on the Company's operations. The

<sup>1</sup> The proposed reorganization will also involve Locus Telecommunications, Inc., an affiliate of TCM that is not registered to provide regulated telecommunications services in Arizona, as well as Total Call International, Inc. ("TCI"), an authorized provider of interexchange services in Arizona. TCI previously submitted a separate notice of the reorganization to the Commission on March 6, 2015 (Docket No. T-04004A-15-0084).

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reorganization will not, in any respect, change the party holding actual control of the Company. In addition, TCM notifies the Commission that, on or before March 31, 2015, TCM will convert its corporate status from a corporation to a limited liability company. The Company understands that the transaction will not require regulatory approval; however, TCM submits this notice to update the Commission's records.

*The Parties*

TCM is a corporation filed under the laws of the State of Delaware and is a provider of resold wireless telecommunications services. It provides wireless voice services in 37 states, including Arizona. TCM has been designated by the Commission as an Eligible Telecommunications Carrier for the purpose of providing federal Lifeline service in Arizona. See Decision No. 74246 (January 7, 2014) in Docket No. T-20870A-12-0500. TCM provides its services by reselling the services of other carriers. Prior to the reorganization, TCM is a direct, wholly owned subsidiary of Total Call International, Inc. ("TCI").

KDDI America, Inc. ("KDDI America"), a New York corporation, is the direct parent and sole owner of TCI and the indirect, sole owner of TCM. KDDI America is authorized, essentially nationwide, to provide interexchange telecommunications services including in Arizona. KDDI America, Inc. is a wholly-owned subsidiary of KDDI Corp., Japan's second largest telecommunications carrier. KDDI Corporation and its affiliates provide mobile services (voice and data) and fixed line services (broadband, domestic and international telecommunications and data center services) in Japan and globally.

KELLEY DRYE & WARREN LLP

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***Contacts for this Filing***

Questions and correspondence regarding this submission should be addressed to:

Steven A. Augustino  
Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, NW Suite 400  
Washington, D.C. 20007  
Tel: (202) 342-8400  
Fax: (202) 342-8451  
Email: [dsmith@kelleydrye.com](mailto:dsmith@kelleydrye.com)

with a copy to:

Ms. Keiko Nakajima  
Senior Manager, Department of Corporate Planning for Affiliates (DCPA)  
KDDI America Inc.  
825 Third Avenue  
3rd Floor  
New York, NY 10022  
Tel: 212-295-1124  
Email: [k.nakajima@kddia.com](mailto:k.nakajima@kddia.com)

***The Reorganization and Corporate Conversion***

To achieve greater organizational efficiency, on or about March 31, 2015, KDDI America will implement an internal reorganization through which a newly formed entity, KDDI US Holding Inc. ("KDDI US"), will be inserted into the chain of ownership between TCM and its indirect parent entity, KDDI America. Prior to the transaction, TCM was directly and wholly owned 100% by TCI. With this filing, the Company notifies the Commission that, after the reorganization, TCM ceases being a subsidiary of TCI and will become directly and wholly owned by KDDI US. Through this reorganization, there will be no change in the ultimate control of TCM. The transaction will make no changes to TCM or its operations, qualifications

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to operate or its available financial, technical and operational resources. Other than the insertion of a holding company in the chain of ownership, and the organizational rearrangement resulting in TCM being directly and wholly owned by that holding company, the reorganization will have no effect upon TCM. Throughout this reorganization, ultimate controlling interest in TCM is, and will continue to be, held by KDDI Corporation. Diagrams of the pre- and post-transaction corporate structures are provided as *Attachment 1*. Note that these diagrams highlight the ownership chain of the entities impacted by the transaction; unaffected affiliate entities have been omitted or grayed out in order to provide greater clarity of the transaction.

In addition, for internal corporate purposes, on or before March 31, 2015, the Company will undergo a corporate conversion.<sup>2</sup> TCM, a Delaware corporation will be converted to a Delaware limited liability company and, post-conversion, its name will be Total Call Mobile, LLC.

Under Delaware law, conversions are treated as a continuation of the original corporate entities.<sup>3</sup> This entity-continuity is supported by a review of TCM post-conversion. The ownership interests in the Company will be converted from corporate stock to membership interests; however, the entities holding the ownership of TCM will not have changed. KDDI

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<sup>2</sup> Copies of the documentation from the Delaware Secretary of State evidencing the conversion of TCM into a Delaware limited liability company will be provided in a supplemental submission.

<sup>3</sup> Under Delaware law, the date of commencement of existence of the LLC is the same date that the corporations were originally formed. All of the assets, rights, liabilities and obligations of the corporations become those of the LLCs by operation of law. Although the Company has changed its legal form, it is not deemed to have transferred any assets to different legal entities or taken on new debt. See Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18 § 214.

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Corporation continues to wholly own KDDI America, KDDI America will wholly own KDDI US, and KDDI US will wholly own TCM. Similarly, there will be no change whatsoever to the assets and obligations which TCM holds as a result of these changes. Finally, TCM, as a limited liability company, will continue to be subject to the Commission's rules and orders exactly as it is prior to the conversion and change of operating name.

The Company will be registered with the Arizona Secretary of State as a foreign limited liability company and thus will be qualified to do business in the state.<sup>4</sup> As a wireless carrier, TCM's services (other than its Lifeline ETC status) is not regulated in Arizona. As a result, TCM does not maintain tariffs in the state and is not required to do so.

***Public Interest Considerations***

The reorganization is in the public interest. KDDI Corporation, which indirectly wholly owns TCM, will improve its corporate operations through this rearrangement. While the reorganization will have no direct impact on TCM, the strengthening of KDDI Corporation's corporate framework will provide the Company with enhanced stability and financial solidity in its ultimate parent company. This, in turn, will support TCM's ability to compete in the telecommunications market in Arizona and elsewhere.

The conversion described above will also serve the public interest, as the conversion enhances the strategic and financial flexibility of the Company. This flexibility benefits customers of TCM in Arizona and elsewhere. At the same time, the conversion and resulting

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<sup>4</sup> A copy of TCM's registration with the Arizona Secretary of State will be provided in a supplemental submission.

KELLEY DRYE & WARREN LLP

March 27, 2015

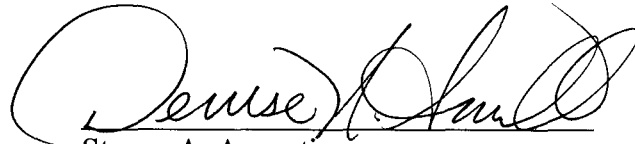
Page Six

name change will hold no adverse consequences for consumers. But for the minor change from "Inc." to "LLC" in the Company's name, the conversion will be entirely transparent to TCM customers. There will be no change to the ownership, management or operations of TCM as a result of this change. There will be no change to the services provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no changes to TCM's overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversion or change of operating name.

***Conclusion***

TCM requests that the Commission note this filing to update its records. Should the Commission have any questions regarding this filing, please contact Denise Smith at (202) 342-8614 or via email at [dsmith@kelleydrye.com](mailto:dsmith@kelleydrye.com).

Respectfully,

A handwritten signature in black ink, appearing to read "Denise N. Smith", is written over a horizontal line.

Steven A. Augustino  
Denise N. Smith  
Kelley Drye & Warren LLP  
3050 K Street, NW Suite 400  
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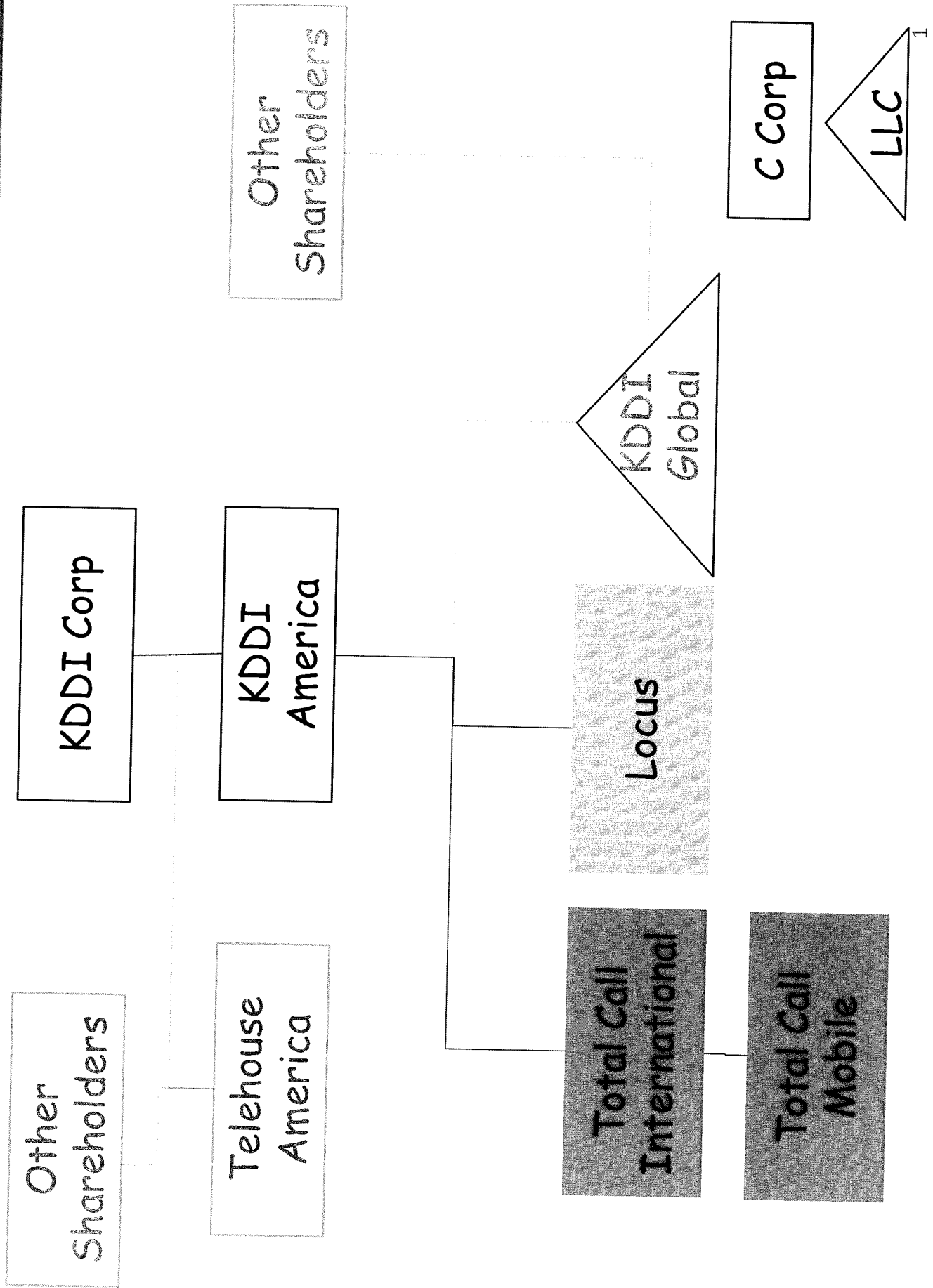
*Counsel to Total Call Mobile, Inc.*



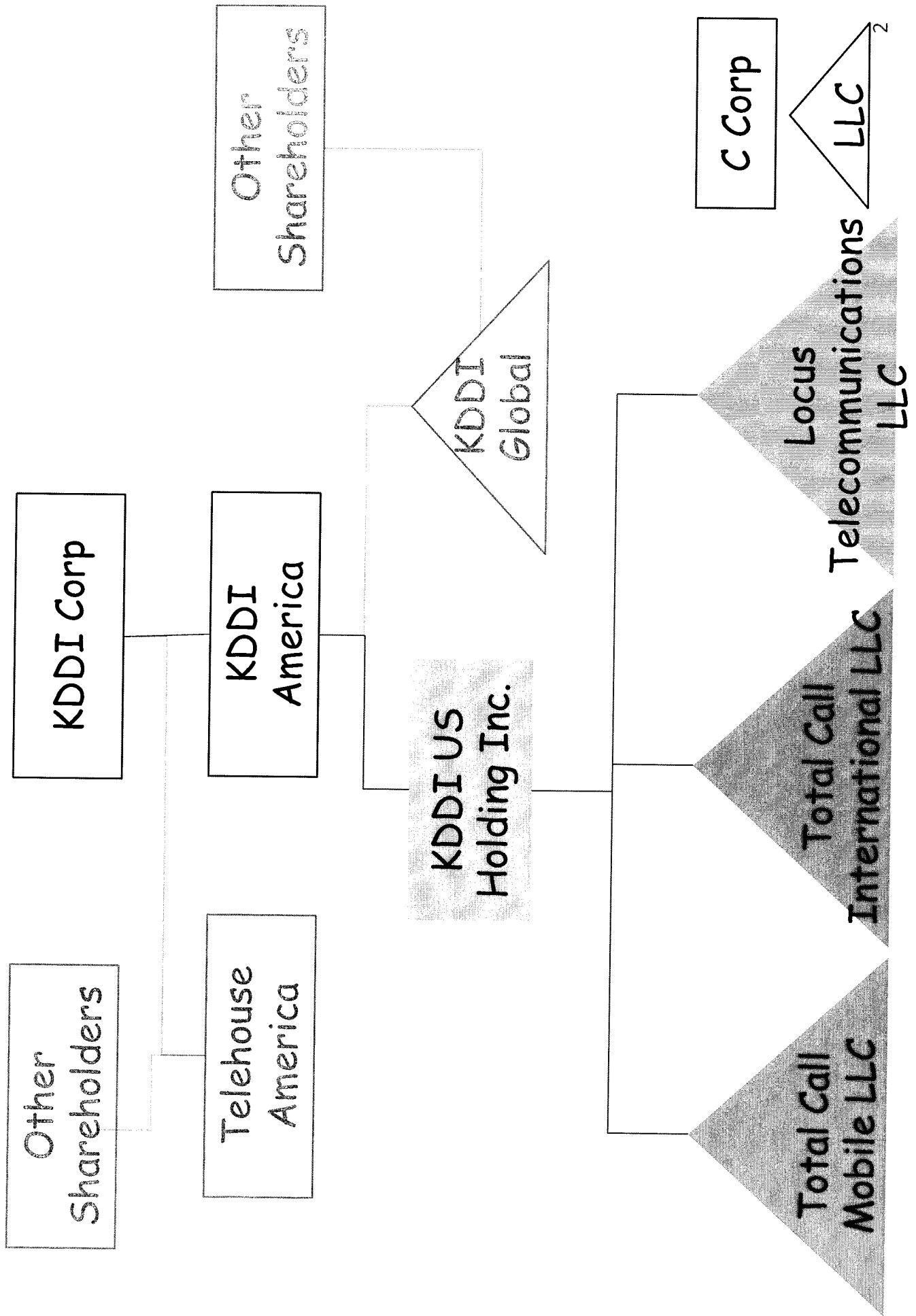
## **Attachment 1**

### **Pre- and Post-Transaction Organizational Charts**

# Overview of Current Structure



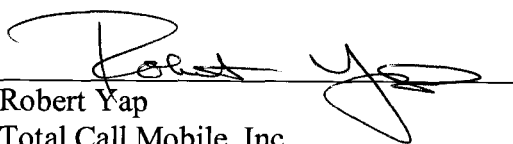
# Overview of New Structure



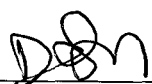
**VERIFICATION**

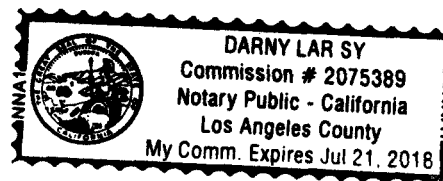
I, Robert Yap, state that I am Secretary of Total Call Mobile, Inc.; that I am authorized to make this verification on behalf of Total Call Mobile, Inc.; and that the statements in the foregoing document relating to Total Call Mobile, Inc., except as otherwise specifically attributed, are true and correct to the best of my knowledge and belief.

I declare under penalty of perjury that the foregoing is true and correct.

  
Robert Yap  
Total Call Mobile, Inc.

Subscribed and sworn to me on February 9, 2015.

  
\_\_\_\_\_  
Notary Public



My Commission expires: July 21, 2018